

EXHIBIT B

Rule 2016 Statement

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12456 (JTD)
)
)
) (Jointly Administered)
)

**STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

Baker Donelson LLC (“Baker Donelson”), pursuant to Federal Rule of
Bankruptcy Procedure 2016 (the “Bankruptcy Rules”) and section 329 of Title 11 of the United
States Code (the “Bankruptcy Code”), hereby makes this statement in support of the *Debtors’*
Application for Order Under Sections 327(e) of the Bankruptcy Code Authorizing the
Employment and Retention of Baker Donelson Bearman Caldwell & Berkowitz, PC, as Special

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date (the “Application”).²

1. The Debtors have agreed to pay Baker Donelson for the legal services to be rendered by its various attorneys and paralegals, and to reimburse Baker Donelson for its actual and necessary expenses, in connection with these cases..

2. During the one-year period prior to the commencement of these chapter 11 cases, Baker Donelson has received \$1,861,109.36 from the Debtors for professional fees and expenses incurred prior to the Petition Date. During the 90 days immediately preceding the Petition Date, Baker Donelson received payments totaling \$760,387.35, the entirety of which was applied to services rendered between July 2020 and the Petition Date. Other than as set forth herein, Baker Donelson did not receive any payments from the Debtors during the 90 days immediately preceding the Petition Date. Baker Donelson is current as of the Petition Date.

3. Baker Donelson will seek approval of payment of compensation for post-petition services upon the filing of appropriate applications for allowance of interim or final compensation pursuant the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable orders of this Court.

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

4. Baker Donelson further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the members, of counsel, and associates of Baker Donelson, or (b) any compensation another person or party has received or may receive.

Dated: October 15, 2020

BAKER DONELSON LLC

/s/ Steven F. Griffith, Jr.

Steven F. Griffith, Jr.
Shareholder

*Proposed Special Counsel to the Debtors
and Debtors in Possession*